

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

VIA FEDERAL EXPRESS



July 29, 1998

RECORDATION NO. 21539 FILED

JUL 30 '98

11-46 AM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 31, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: ATEL Leasing Corporation  
235 Pine Street, 6<sup>th</sup> Floor  
San Francisco, California 94104

Lessee: Farmland Hydro, L.P.  
Green Bay Plant  
4390 County Road 640 W.  
Bartow, FL 33830

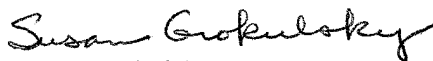
Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulsky  
Manager - Documents Administration

Enclosures

(FAHY002)

JUL 30 '98

11-46 AM

ASSIGN: FAYH002

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31<sup>st</sup> day of December, 1997, by and among ATEL Leasing Corporation, a California corporation, as Lessor ("Lessor") and owner of the railcars described in more particular on Exhibit A attached hereto (the "Railcars"), First Union Rail Corporation, a North Carolina corporation, as Manager, acting in its capacity as independent contractor ("Manager"), and Farmland Hydro, L.P., a Florida limited partnership, as Lessee ("Lessee").

W I T N E S S E T H:

The Manager has assigned that certain Lease Agreement dated as of May 31, 1996, pursuant to that certain Assignment and Assumption Agreement dated as of December 30, 1997, between Lessor and Manager, whereby Lessor will lease certain Railcars to Lessee effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

ATEL LEASING CORPORATION

By: Vasco H. MoraisName: Vasco H. Morais  
Senior Vice President

Title: \_\_\_\_\_

ATTEST:

By: Vickie HuynhName: VICKIE HUYNHTitle: Legal AssistantExecuted on this 31<sup>st</sup> day of March, 1998.

[CORPORATE SEAL]

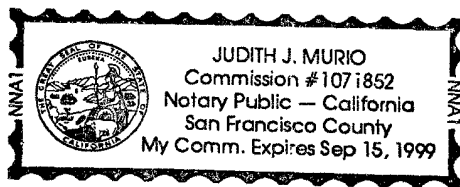
STATE OF CALIFORNIA }

ss.

COUNTY OF SAN FRANCISCO }

On March 6, 1998, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Vasco H. Morais, personally known to me, whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



(Notarial Seal)

  
Notary Public

My Commission expires: September 15, 1999

(This Notary Acknowledgment is an attachment to MEMORANDUM OF LEASE)

*FAYH CDZ*

LESSEE:

FARMLAND HYDRO L.P.

By: FARMLAND HYDRO, INC., GENERAL PARTNER

By: C. M. Farris

Name: C. M. FARRIS

Title: VICE PRESIDENT OPERATIONS

ATTEST:

By: Larry Exum

Name: LARRY EXUM

Title: Administration, Traffic & Other Executed on this 26th day of May, 1998.  
Whiteland Promount

[CORPORATE SEAL]

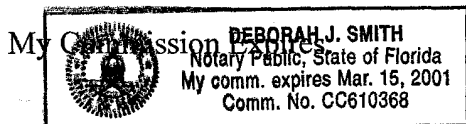
STATE OF Florida

COUNTY OF Polk

I, Deborah J. Smith, a Notary Public in and for said state and county, certify that C. M. Farris personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of May, 1998.

Deborah J. Smith  
Notary Public



(Notary Public)

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Car Numbers**

**TGOX 001276**  
**TGOX 001278**  
**TGOX 001280**  
**TGOX 001281**  
**TGOX 001282**  
**TGOX 001283**  
**TGOX 001284**  
**TGOX 001285**  
**TGOX 001286**  
**TGOX 001289**  
**TGOX 001291**